

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Hagen Jonathan Hirt</u> (Last) (First) (Middle) <u>19 UNIVERSITY MEWS</u> (Street) <u>PHILADELPHIA PA</u> <u>19104-4756</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ERIE INDEMNITY CO [ERIE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/23/2024</u>		
	4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock								223,130	D	
Class A Common Stock								200	I	By Daughter ⁽¹⁾
Class A Common Stock								200	I	By Daughter ⁽¹⁾
Class A Common Stock								200	I	By Son ⁽¹⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Directors' Deferred Compensation Share Credits	\$0 ⁽²⁾	01/23/2024		J ⁽³⁾		60,354		(4)	(4)	Class A Common Stock	60,354	\$338.47	15,933,308	D	
Class B Common Stock	\$0 ⁽⁵⁾							(5)	(5)	Class A Common Stock	2,400 ⁽⁵⁾		1 ⁽⁵⁾	D	
Class B Common Stock	\$0 ⁽⁵⁾							(5)	(5)	Class A Common Stock	1,404,000 ⁽⁵⁾		585 ⁽⁵⁾	I	Contingent Beneficiary & Co-Trustee, Trust
Class B Common Stock	\$0 ⁽⁵⁾							(5)	(5)	Class A Common Stock	1,404,000 ⁽⁵⁾		585 ⁽⁵⁾	I	Contingent Beneficiary & Co-Trustee, Trust
Class B Common Stock	\$0 ⁽⁵⁾							(5)	(5)	Class A Common Stock	2,808,000 ⁽⁵⁾		1,170 ⁽⁵⁾	I	Primary Beneficiary & Co-Trustee, Trust

Explanation of Responses:

1. Held by family member. The Reporting Person disclaims beneficial ownership of these reported securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for the purposes of Section 16 or for any other purpose.
2. Conversion price is not applicable to shares granted under the Outside Directors' Deferred Compensation Plan.
3. Acquired under dividend reinvestment for Directors' Deferred Compensation Plan.
4. The shares subject to this reporting are Share Credits which are periodically credited to the accounts of certain Directors of Erie Indemnity Company pursuant to its Outside Directors' Stock Plan. These Share Credits represent the right to receive an equivalent number of shares of Erie Indemnity Company Class A common stock when the reporting individual's service as a Director of the Company ends. There are no exercisable or expiration dates for these securities.
5. Pursuant to the Articles of Incorporation of the Company, as amended, shares of Class B Common Stock (voting) of Erie Indemnity Company are convertible at any time to shares of Class A Common Stock (non-voting) at a conversion rate of 2,400 shares of Class A Stock for each share of Class B Stock. There are no exercise or expiration dates associated with this conversion feature and no specific exercise price when a Class B share is converted into Class A shares.

Rebecca A. Buona, Power of Attorney

01/24/2024

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

